

**THE
GREENBRIER
COMPANIES**

RECORDATION NO. 27754 FILED

DEC 12 '08

2-37 PM

The Greenbrier Companies, Inc.

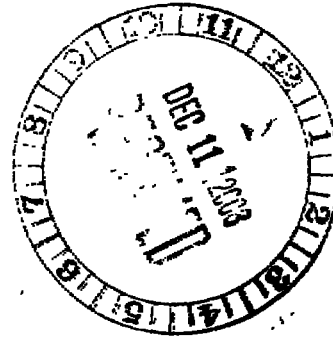
One Centerpointe Drive Suite 200

Lake Oswego Oregon 97035

SURFACE TRANSPORTATION BOARD 503 684 7000 Fax 503 684 7553

December 9, 2008

Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001



Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated November 1, 2008, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Mirant Mid-Atlantic, LLC
1155 Perimeter Center West
Atlanta, Georgia 30338

A description of the railroad equipment covered by the enclosed document is:

One hundred sixty (160) 52-foot, 6-inch mill gondolas with 286,000 lbs. GRL and 5-foot, 6-inch sides, bearing marks and numbers as follows: AOK 32700 through AOK 32859, inclusive.

Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

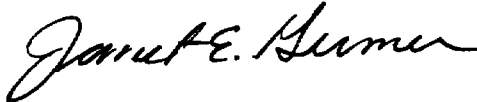
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Ms. Anne K. Quinlan
December 9, 2008
Page 2

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of
November 1, 2008 between Greenbrier Leasing Company LLC, Lessor, and
Mirant Mid-Atlantic, LLC, Lessee.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Germer".

Janet E. Germer
Executive Assistant

JEG
Enclosure

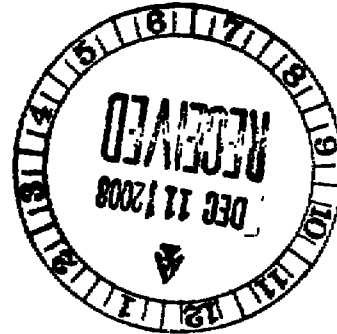
cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

MIRANT MID-ATLANTIC, LLC ("LESSEE")

NOVEMBER 1, 2008

SCHEDULE NO. 1

NOVEMBER 1, 2008



This Memorandum of a Lease Agreement and Schedule No. 1 thereto is made and entered into as of November 1, 2008 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and Mirant Mid-Atlantic, LLC, a Delaware limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred sixty (160) 52-foot 6-inch mill gondolas with 286,000 lbs. GRL and 5-foot 6-inch sides, bearing marks and numbers as follows: AOK 32700 through AOK 32859, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

MIRANT MID-ATLANTIC, LLC

BY: _____

BY: _____

NAME: _____

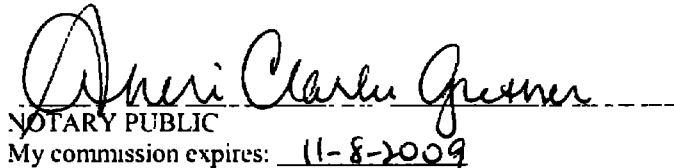
NAME: _____

TITLE: _____

President

TITLE: _____

On this 21st day of November, 2008, before me personally appeared James T Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~his free act and deed.



On this _____ day of _____, 2008, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ of Mirant Mid-Atlantic, LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

NOTARY PUBLIC
My commission expires: _____

This Memorandum of a Lease Agreement and Schedule No. 1 thereto is made and entered into as of November 1, 2008 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and Mirant Mid-Atlantic, LLC, a Delaware limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred sixty (160) 52-foot 6-inch mill gondolas with 286,000 lbs. GRI and 5-foot 6-inch sides, bearing marks and numbers as follows: AOK 32700 through AOK 32859, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

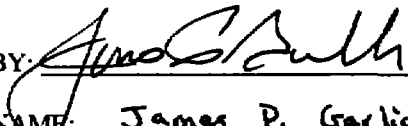
BY: _____

NAME: _____

TITLE: President

LESSEE:

MIRANT MID-ATLANTIC, LLC

BY: 

NAME: James P. Garlick

TITLE: Senior Vice President

